

**CERTIFICATE OF
INDEPENDENT PRICE DETERMINATION
AND
IDENTIFICATION OF ANY ENTITIES OR INDIVIDUALS
TEAMING WITH BIDDER
(SFJV-2003)**

This Certification is made to the U.S. Department of Housing and Urban Development ("HUD") by the undersigned ("Bidder") in connection with the bid ("Bid") submitted by the Bidder in HUD's sealed bid auction referred to as the Single Family Joint Venture 2003 ("Sale"). Bidder hereby certifies as follows:

1. Neither Bidder (which, for purposes of the certifications set forth in this paragraph 1 only, shall include any team member listed on Exhibit A) nor any of its officers, partners, owners, agents, representatives, employees or parties in interest has (i) in any way colluded, conspired, connived or agreed, directly or indirectly, with any other bidder, firm or person to submit, or to refrain from submitting, a competing bid in connection with the Sale, or (ii) in any manner, directly or indirectly, sought by agreement or collusion of communication or conference with any other bidder, firm or person to fix the price or prices in the Bid or any bid of any other bidder, or (iii) sought in any way to secure through collusion, conspiracy, connivance, or agreement any advantage against HUD or any person interested in the Sale.

2. The Bid has been determined independently by Bidder and, if applicable, any of its team members identified on Exhibit A hereto, without consultation, communication or agreement for the purpose of restricting competition, and is not tainted by any collusion or conspiracy by any parties in interest, including Bidder.

3. The Bid has not been disclosed by Bidder to any other bidder, potential bidder, an entity submitting claims under the Accelerated Claim Disposition Demonstration (a "Participating Servicer") or, prior to the formal submission of the Bid in accordance with the procedures specified, to any employee or agent of HUD, and will not be disclosed by Bidder, prior to bid award, directly or indirectly to any other Bidder or potential bidder.

4. Bidder has submitted only the Bid and has not directly or indirectly used a related company, agent, employee, officer, partner, representative or nominee to submit any other bid.

5. Bidder has listed on Exhibit A attached hereto and made a part hereof each individual and entity with which Bidder intends to team if it is selected as the successful Bidder in the Sale. Each entity and individual listed on Exhibit A is either a qualified

bidder for the Sale or has satisfied any requirements HUD has established for teaming arrangements.

6. The undersigned, who is responsible for determining the prices being offered in the Bid, has read the foregoing and the same is true and correct to the best of his or her knowledge, information and belief.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this ____ day of _____, 2003.

BIDDER

[Print Name of Bidder]

By: _____
[Signature]

[Print Name and Title of Authorized Signatory]

Notice Concerning Legal Action

Any person who knowingly or willfully makes false or fraudulent statements or disclosures in connection with this Certification will be referred to the Office of Inspector General and/or the appropriate law enforcement officials for investigation and legal enforcement and may be subject to fines and/or imprisonment (18 U.S.C. §§ 1001, 1010, 1012).

EXHIBIT A